

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,) Case No. 01-01139 (JKF)
) Jointly Administered
Debtors.)
) Re: Docket No. 12225
) June 19, 2006 Agenda Item No. 1

**CERTIFICATION OF COUNSEL ON ORDER AUTHORIZING THE DEBTORS TO
MAKE LEGALLY REQUIRED MINIMUM CONTRIBUTIONS TO THE DEFINED
BENEFIT PENSION PLANS COVERING THE DEBTORS' EMPLOYEES**

1. On April 10, 2006, the Debtors filed their Motion for Entry of an Order Authorizing Debtors to Make Legally Required Minimum Contributions to Defined Benefit Pension Plans Covering Debtors' Employees (the "Pension Motion."). In conjunction with the Pension Motion, the Debtor submitted a draft Order.

2. Prior to the hearing on the Pension Motion originally set for May 15, 2006, the attorneys for the Future Claimants Representative, the Asbestos Personal Injury Committee and the Asbestos Property Damage Committee (collectively, the "Asbestos Committees") requested the Debtors continue the Pension Motion to a future hearing and provide the Committees with additional information.

3. The Debtors have had several conversations with the Asbestos Committees and have provided certain additional information to them. As a result of those conversations and the provision of the information, the Debtors and the Asbestos Committees have reached an agreement, to which the Unsecured Creditors' Committee does not object, for entry of the attached revised Order granting the Pension Motion, as modified.

4. Pursuant to the attached revised Order, the Debtors are permitted to make the minimum contributions to the Grace Retirement Plans for the 06-07 Funding Period¹, other than the April 15, 2007 payment for the 2007 Plan Year.

5. The Debtors and the Asbestos Committees have also agreed that the Debtors will (i) cooperate with the Asbestos Committees with respect to providing them (as well as the other official committees in these cases) with additional information regarding the Debtors' pension and benefit plans and with access to knowledgeable personnel of the Debtors; (ii) complete their study of alternatives to continuing to fund the Salaried Plan by September 30, 2006, and provide by that date copies of all studies and reports provided to the Debtors with respect to these Salaried Plan issues, including their study of alternatives to continuing to fund the Salaried Plan whether prepared by Watson Wyatt or any other pension consultant utilized by the Debtors; and (iii) consult with all of the official committees regarding alternatives in advance of filing any motion seeking authority to fund any pension payments coming due in April 2007 or later.

[Remainder of page intentionally left blank]

¹ All capitalized terms herein shall have the same meaning as those defined in the Pension Motion.

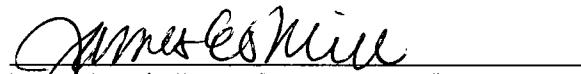
6. As a result, the Debtors request entry of the attached revised Order.

Dated: June 9, 2006

KIRKLAND & ELLIS LLP
David M. Bernick, P.C.
Janet S. Baer
200 East Randolph Drive
Chicago, Illinois 60601
Telephone: (312) 861-2000
Facsimile: (312) 861-2200

- and -

PACHULSKI STANG ZIEHL YOUNG JONES &
WEINTRAUB LLP


Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in
Possession